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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
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DELPHI CORPORATION, et al.,	: Case No. 05-44481 (RDD)
	:
Debtors.	: (Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER DISALLOWING
AND EXPUNGING PROOF OF CLAIM NUMBER 16499
(THE TIMKEN COMPANY)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and The Timken Company ("Timken Co.") and U.S. Timken Co. ("U.S. Timken," and together with Timken Co., "Timken") respectfully submit this Joint Stipulation And Agreed Order Disallowing And Expunging Proof Of Claim Number 16499 (The Timken Company) and agree and state as follows:

WHEREAS on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS U.S. Timken filed proof of claim number 14319 against Delphi on July 31, 2006, which asserts an unsecured non-priority claim in the amount of \$2,883,781.07, an unsecured priority claim in the amount of \$1,803,986.64, and a secured claim in the amount of \$551,667.27 (collectively, "Claim 14319") stemming from the delivery of goods prior to the Petition Date.

WHEREAS the Debtors objected to Claim 14319 pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), which was filed on October 31, 2006.

WHEREAS on November 22, 2006, U.S. Timken filed the Response Of Timken U.S. Co. And U.S. Timken Co. To The Debtors' Third Omnibus Objection To Claims (Docket

No. 5796) (the "Third Omnibus Response").

WHEREAS the hearing on the Third Omnibus Claims Objection with respect to Claim 14319 was adjourned pursuant to the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims (Docket No. 6089) entered by this Court on December 7, 2006 (the "Claims Objection Procedures Order").

WHEREAS Timken and the Debtors continue negotiations with respect to Claim 14319.

WHEREAS Timken Co. filed proof of claim number 16499 against Delphi on January 23, 2007, which asserts an unsecured non-priority claim in the amount of \$2,702,790.97, an unsecured priority claim in the amount of \$1,803,986.64, and a secured claim in the amount of \$732,657.37 (collectively, "Claim 16499") stemming from the delivery of goods prior to the Petition Date.

WHEREAS the Debtors objected to Claim 16499 pursuant to the Debtors' Sixteenth Omnibus Objection (Procedural) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims And (B) Protective Claims (Docket No. 8271) (the "Sixteenth Omnibus Claims Objection"), which was filed on June 15, 2007.

WHEREAS on July 12, 2007, Timken Co. filed its Response Of Timken U.S. Co. And The Timken Company To The Debtors Sixteenth Omnibus Objection To Claims (Docket No. 8574) (the "Sixteenth Omnibus Response").

WHEREAS Claim 16499 is duplicative of Claim 14319.

WHEREAS Timken believes that the duplicative liability (the "Liability")

asserted in Claim 14319 and Claim 16499 is owed to Timken Co. rather than U.S. Timken.

THEREFORE, the Debtors and Timken stipulate and agree as follows:

1. Claim 16499 shall be disallowed and expunged in its entirety.
2. Claim 14319 shall be deemed to assert the amounts and classifications asserted in Claim 16499.
3. Timken Co. shall be recognized as the holder of Claim 14319 for all purposes, including, but not limited to (a) defending and/or settling the Third Omnibus Claims Objection with respect to Claim 14319 and (b) voting on, and receiving a distribution under, any plan of reorganization of the Debtors (the "Plan of Reorganization").
4. U.S. Timken shall have no right or interest in Claim 14319, including, but not limited to, a right to (a) defend and/or settle the Third Omnibus Claims Objection with respect to Claim 14319, or (b) vote on, or receive a distribution under, the Plan of Reorganization.
5. Timken Co. shall have the authority to withdraw the Third Omnibus Response.
6. Timken Co. shall withdraw the Sixteenth Omnibus Response with prejudice.
7. Nothing contained herein shall be deemed an admission by the Debtors that they owe the Liability or that Claim 14319 should be allowed in whole or in part.
8. Nothing contained herein shall prejudice the Debtors' rights under the Claims Objection Procedures Order with respect to Claim 14319.

So Ordered in New York, New York, this 7th day of September, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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